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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

**DECLARATION IN SUPPORT OF EX
 PARTE APPLICATION FOR ORDER
 SHORTENING TIME TO HEAR MOTION
 FOR ORDER APPROVING RETENTION
 PLAN OF DEBTOR'S REMAINING
 EMPLOYEES
 (AFFECTS ALL DEBTORS)**

Affects:
☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC

Date: OST PENDING
 Time: OST PENDING

Jeanette E. McPherson, under penalties of perjury, hereby declares and states as follows:

1. A Motion For Order Approving Retention Plan of Debtor's Remaining Employees
 (Affects All Debtors) (the "Motion") was filed on October 3, 2006, by Schwartzter & McPherson

1 Law Firm, attorneys for USA Commercial Mortgage Company, USA Securities, LLC, USA
 2 Capital Realty Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC, and USA Capital
 3 First Trust Deed Fund, LLC, the Debtors and Debtors-in-Possession (collectively, the “Debtors”).
 4 The Debtors request that the Court enter an order granting the Motion and that the proposed
 5 Retention Plan regarding USACM’s remaining employees be approved. As set forth in the
 6 Motion, Debtors seek approval of a retention plan to retain existing employees. The prime
 7 requirement to encourage the remaining employees to remain in the employ of the Debtors is some
 8 assurance of steady employment through the effective date of the proposed Plan of
 9 Reorganization, as they cannot afford to be without a paycheck. Under the current scenario, where
 10 the proposed Plan of Reorganization is based on the sale of the servicing business of USACM, the
 11 remaining employees understand that there is little assurance of long-term steady employment in
 12 their current positions.

13 2. The Motion is requested to be heard on shortened time on October 19, 2006. Upon
 14 information and belief, each of the committees has consented to having this Motion heard on
 15 shortened time on October 19, 2006.

16 3. Notice can be shortened pursuant to Bankruptcy Rule 9006(c)(1) and LR 9006(a).

17 Dated: October 4, 2006

18 /s/ Jeanette E. McPherson

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